

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

RECORDATION NO. 21910-B FILED
FEB 10 '09 -1 49 PM
SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

February 10, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Final Termination of Lease, dated as of January 20, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Equipment Lease Agreement filed with the Board under Recordation Number 21910.

The names and addresses of the parties to the enclosed document are:

Lessee: Sault Ste. Marie Bridge Company
c/o Canadian National Railway Company
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3W 2N1

Lessor: Banc of America Leasing & Capital LLC
successor by merger to Fleet Capital
Corporation
One Financial Plaza
Providence, RI 02903

Anne K. Quinlan, Esquire
February 10, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

470 railcars TERMINATED as follows:

144 boxcars within the series WCCL 47200 - WCCL 47981
(formerly marked SSAM) as more particularly set forth in the attachment to the document;

99 flatcars: SSAM 35400 - SSAM 35498;

62 boxcars: SSAM 43300 - SSAM 43363 (excluding 43319 and 43322);

117 boxcars: SSAM 43400 - SSAM 43517 (excluding 43427);

48 hopper cars: SSAM 33200 - SSAM 33247.

A short summary of the document to appear in the index is:

Memorandum of Final Termination of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

FEB 10 '09

-1 49 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF FINAL TERMINATION OF LEASE dated
as of January 20, 2009 between **Banc of America Leasing & Capital,
LLC and Sault Ste. Marie Bridge Company.**

WHEREAS, Banc of America Leasing & Capital, LLC successor by merger to **Fleet Capital Corporation** as lessor (the "Lessor") and **Sault Ste. Marie Bridge Company** as lessee (the "Lessee") entered into a Master Equipment Lease Agreement dated as of December 30, 1998, as supplemented by Equipment Lease Schedule No. 32839-00001 dated December 31, 1998, (collectively, the "Lease") covering: (i) three-hundred twenty-three (323) boxcars, ninety-nine (99) bulkhead flatcars and forty-eight (48) ore hopper cars (collectively, the "Remaining Equipment" as more particularly described on Schedule A hereto) and (iv) two-hundred forty (240) 50'6" Plate C 70-ton boxcars (the "Previously Terminated Equipment");

WHEREAS, (i) a Memorandum of Master Equipment Lease Agreement dated as of December 30, 1998 was filed with the Surface Transportation Board (the "STB") on December 30, 1998 at 10:55 A.M. with assigned recordation number 21910 and (ii) such Master Equipment Lease Agreement and such Equipment Lease Schedule No. 32839-00001 were both deposited at the Registrar General of Canada (the "RGC") on January 20, 1999;

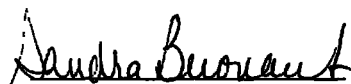
WHEREAS, the Lease was partially terminated as of July 1, 2008 in respect of the Previously Terminated Equipment only;

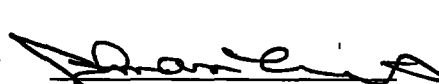
AND WHEREAS, a Memorandum of Partial Termination of Lease dated as of July 1, 2008 was (i) filed with the STB on July 7, 2008 at 10:00 A.M. with assigned recordation number 21910-A and (ii) deposited at the RGC on July 14, 2008 at 1:37 P.M.

IN WITNESS WHEREOF, Lessor and Lessee wish to show for the public record that as of the date first above written the Lease has been terminated, effective as of the date hereof, in respect of the Remaining Equipment and accordingly, have caused this Memorandum of Final Termination of Lease to be executed by their officers thereunto duly authorized.

**BANC OF AMERICA LEASING
& CAPITAL, LLC, successor-by
-merger to Fleet Capital Corporation**

**SAULT STE. MARIE BRIDGE
COMPANY,**

By: 
Its: Vice President

By: 
Its: Sr. Manager, Asset Finance

STATE OF RHODE ISLAND)
AND PROVIDENCE PLANTATIONS) ss:
COUNTY OF PROVIDENCE)

On this 20th day of January, 2009, before me personally appeared Sandra Buonaiuto to me personally known, who, being by me duly sworn, says that he / she is Vice President of Banc of America Leasing & Capital, LLC, successor-by-merger to Fleet Capital Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Tina Costa
Notary Public

My commission expires: 4/2/11

[Notarial Seal]

PROVINCE OF QUEBEC)
) ss:
DISTRICT OF MONTREAL)

On this 3rd day of ~~January~~ ^{February}, 2009, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is duly authorized to state that the foregoing instrument was signed on behalf of Sault Ste. Marie Bridge Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

John A.N. Lamont
Attorney / Avocat

Bar #: 188726-2

Schedule A to Memorandum

144 - 70-ton boxcars marked WCCL (formerly SSAM) and numbered:

47200 to 47214,	47477,
47301,	47482 to 47484,
47310,	47509,
47314,	47514,
47316,	47524 to 47525,
47318	47601,
47325 to 47327,	47661,
47329,	47667,
47340,	47671 to 47672,
47345,	47676 to 47677,
47350,	47679 to 47681,
47352 to 47353,	47690 to 47696,
47358 to 47359,	47698,
47362,	47900,
47366 to 47369,	47904 to 47921,
47376,	47931 to 47932,
47400 to 47407,	47934,
47409 to 47441,	47936 to 47937,
47457,	47950 to 47956,
47461,	47960,
47466 to 47467,	47971, and
47469,	47981.
47473,	

99 - 100-ton bulkhead flatcars marked SSAM and numbered:

35400 to 35498.

62 - 70-ton cushioned boxcars marked SSAM and numbered:

43300 to 43318,
43320 to 43321, and
43323 to 43363.

117 - 70-ton double door boxcars marked SSAM and numbered:

43400 to 43426, and
43428 to 43517.

48 - 100-ton ore hoppers marked SSAM and numbered:

33200 to 33247.